

Division of Corporations

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Florida Department of State

Division of Corporations

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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

JAMES R. GOODMAN, M.D., P.A.

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ARTICLES OF INCORPORATION

OF

JAMES R. GOODMAN, M.D., P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be: JAMES R. GOODMAN, M.D., P.A.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 3663 South Miami Avenue, Miami, Florida 33133.

ARTICLE III PAR VALUE

The par value of each authorized share is: \$10.00.

ARTICLE IV SHARES

The number of shares that this corporation is authorized to have outstanding at any one time is: 1,000.

ARTICLE V PURPOSE

The purpose of this corporation and the nature of its business are as follows:

1. To engage in the practice of medicine and to provide services incident thereto.
2. To do everything necessary, proper or convenient for the accomplishment of such purpose, and to do every other act incidental thereto which is lawfully permitted.

Prepared by:
Henry H. Raattama, Jr., Esq.
One S.E. 3rd Avenue, 28th Floor
Miami, Florida 33131
(305) 374-5600
Florida Bar No. 0106724

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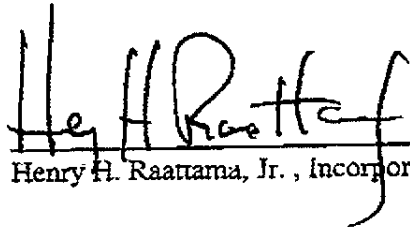
ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is: American Information Services, Inc., One Southeast Third Avenue, 28th Floor, Miami, Florida 33131.

ARTICLE VII INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: Henry H. Raattama, Jr., One Southeast Third Avenue, 28th Floor, Miami, Florida 33131.

The undersigned incorporator has executed these Articles of Incorporation this 23rd day of October, 1998.


Henry H. Raattama, Jr., Incorporator

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**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent of JAMES R. GOODMAN, M.D., P.A., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties and is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 23rd day of October, 1998.

AMERICAN INFORMATION SERVICES, INC.

By: Angelica Calabrese,
Angelica Calabrese, Vice President

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